

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE JOHNSON & JOHNSON DERIVATIVE LITIGATION	Civil Action No. 10-2033 (FLW)
IN RE JOHNSON & JOHNSON FCPA SHAREHOLDER DERIVATIVE LITIGATION	Civil Action No. 11-2511 (FLW)
COPELAND v. PRINCE, <i>et al.</i>	Civil Action No. 11-4993 (FLW)

**DECLARATION OF JEFFREY S. ABRAHAM
PURSUANT TO THE COURT'S OCTOBER 9, 2012 LETTER ORDER**

I, Jeffrey S. Abraham, hereby declare:

1. I am a partner in the firm of Abraham, Fruchter & Twersky, LLP ("AF&T"). I am submitting this declaration in response to the Court's Letter Order dated October 9, 2012 (ECF No. 218) seeking further information in support of Plaintiffs' attorney fee submission. I am over the age of 21, have personal knowledge of the facts stated herein, and, if sworn as a witness, can competently testify to the facts stated herein.

2. The Court has requested additional information with regard to Category 3 (motion practice) identifying (i) each motion, (ii) the counsel who worked on that motion, and (iii) the number of hours spent by each attorney on that motion. In response to that request is a list of the time billed to Category 3 broken down by each motion identified by the relevant docket number and the number of hours billed to each of those motions by the attorneys at AF&T.

- A. Notice of Motion to Intervene and Appoint Abraham, Fruchter & Twersky, LLP and Kantrowitz, Goldhamer & Graifman, P.C. As, Respectively, Lead Counsel and Liaison Counsel (ECF No. 42 filed July 19, 2010 (11 Civ. 2033));

Memorandum of Law in Support of Motion to Intervene and Appoint Abraham, Fruchter & Twersky, LLP and Kantrowitz, Goldhamer & Graifman, P.C. As, Respectively, Lead Counsel and Liaison (ECF No. 43 filed July 19, 2010 (11 Civ. 2033)); and

Declaration of Jeffrey S. Abraham in Support of Motion to Intervene and Appoint Abraham, Fruchter & Twersky, LLP and Kantrowitz, Goldhamer & Graifman, P.C. As, Respectively, Lead Counsel and Liaison (ECF No. 44 filed July 19, 2010 (11 Civ. 2033)).

- Jeffrey S. Abraham: 35 hours
- Philip T. Taylor: 47.75 hours

- B. Reply Memorandum of Law in Further Support of Motion to Intervene and Appoint Abraham, Fruchter & Twersky, LLP and Kantrowitz, Goldhamer & Graifman, P.C. As, Respectively, Lead Counsel and Liaison Counsel (ECF No. 68 filed August 30, 2010, responding to ECF Nos. 60-62 (11 Civ. 2033)).

- Jeffrey S. Abraham: 86.5 hours
- Philip T. Taylor: 24.5 hours

- C. Conference with Court held October 7, 2010 Re: Intervention Motion and related filings (preparation, travel, attendance, drafting of proposed order, review of request for extension, scheduling orders, letter order dated February 8, 2011 administratively terminating motion to intervene, office conferences).

- Jeffrey S. Abraham: 20 hours
- Philip T. Taylor: 9.25 hours

- D. Review of others motions filed in the demand futility action (11 Civ. 2033): (1) Johnson & Johnson's Motion to Dismiss Or, In the Alternative, Motion to Stay (ECF No. 105 filed February 21, 2011) (ECF No. 114 opposition filed March 21, 2011) (ECF. No. 124 reply filed April 21, 2011) (11 Civ. 2033); and (2) Plaintiff Copeland's Motion for Re-Designation Pursuant to This Court's Order Consolidating Her Action Into the Consolidated Derivative Action (ECF No. 107 filed February 23, 2011) (ECF No. 109 opposition filed March 7, 2011) (ECF No. 112 reply filed March 14, 2011) (11 Civ. 2033).

- Jeffrey S. Abraham: 24.5 hours
- E. Re-Filed Notice of Motion for Intervention and Appointment of Abraham, Fruchter & Twersky, LLP and Kantrowitz, Goldhamer & Graifman, P.C. As, Respectively, Lead Counsel and Liaison Counsel (ECF. No. 120 filed April 19, 2011(11 Civ. 2033)) and letter to court.
 - Philip T. Taylor: 2.5 hours
- F. Brief in Response to Supplemental Memoranda Filed With Respect to the Pending Motion to Intervene (ECF. No. 135 filed May 16, 2011, responding to ECF Nos. 127 and 130 (11 Civ. 2033)).
 - Jeffrey S. Abraham: 43.25
 - Philip T. Taylor: 18.25 hours
- G. Telephonic Status Conference held June 15, 2011 (preparation, appearance, correspondence with Court and demand futility counsel and review of letters and emails).
 - Jeffrey S. Abraham: 10.5 hours
- H. Supplemental submission filed July 22, 2011 regarding Johnson & Johnson's ("J&J") Special Committee Report (ECF No. 151 (11 Civ. 2033)).
 - Jeffrey S. Abraham: 44 hours
- I. Hearing on Motions to Dismiss and Intervene held July 28, 2011 (preparation including review and analysis of pleadings filed by all parties, appearance, travel, review orders).
 - Jeffrey S. Abraham: 24 hours
 - Philip T. Taylor: 10.5 hours
- J. Notice of Motion and Memorandum of Law in Support of Motion to Consolidate Related Action and Appoint Abraham, Fruchter & Twersky, LLP and Kantrowitz, Goldhamer & Graifman, P.C. As, Respectively, Lead Counsel and Liaison Counsel (ECF. No. 5 filed September 20, 2011) (ECF No. 4 letter filed September 16, 2011) (11 Civ. 4993)
 - Jeffrey S. Abraham: 23.5 hours
 - Philip T. Taylor: 44.75 hours

K. Reply Memorandum of Law in Support of Motion to Consolidate Related Action and Appoint Abraham, Fruchter & Twersky, LLP and Kantrowitz, Goldhamer & Graifman, P.C. As, Respectively, Lead Counsel and Liaison Counsel (ECF No. 16 reply filed October 10, 2011, responding to ECF No. 7 opposition filed October 3, 2011) (11 Civ. 4993) (hearing held November 21, 2011, preparation, travel and appearance).

- Jeffrey S. Abraham: 46.25 hours
- Philip T. Taylor: 40.5 hours

3. With respect to the Court's request to provide additional information with regard to Category 6 (settlement negotiation process and documentation) identifying (i) the date of each settlement meeting, (ii) whether such meeting was in-person or telephonic, and (iii) for in-person meetings who attended. The attorneys for Plaintiff Katz, including those at AF&T, participated in the following settlement meetings:

- A. August 17, 2011: In-person settlement meeting at Sidley Austin LLP's ("Sidley Austin") New York offices attended by all counsel (Jeffrey Abraham, Gary Graifman and Philip Taylor for demand refused plaintiffs).
- B. November 22, 2011: In-person settlement meeting at Sidley Austin's New York offices attended by all counsel (Jeffrey Abraham, Gary Graifman and Philip Taylor for demand refused plaintiffs).
- C. December 9, 2011: In-person settlement meeting at Sidley Austin's New York offices attended by all counsel (Jeffrey Abraham, Gary Graifman and Philip Taylor for demand refused plaintiffs).
- D. January 18, 2012: In-person settlement meeting at Sidley Austin's New York offices attended by all counsel (Jeffrey Abraham, Gary Graifman and Philip Taylor for demand refused plaintiffs).
- E. February 16, 2012: In-person settlement meeting at McElroy, Deutsch, Mulvaney & Carpenter, LLP's Newark, New Jersey offices attended by all counsel and J&J CQO Kathy Wengel (Jeffrey Abraham, Gary Graifman, Dr. Robert Israel and Philip Taylor for demand refused plaintiffs).
- F. April 4, 2012: Telephonic settlement meeting between J&J (Walter Carlson and Kristen Seeger) and demand refused counsel (Jeffrey Abraham, Gary Graifman and Philip Taylor).

- G. April 25, 2012: Telephonic settlement meeting between J&J (Kristen Seeger) and demand refused counsel (Jeffrey Abraham, Gary Graifman and Philip Taylor).
- H. June 12, 2012: Telephonic settlement meeting between J&J (Kristen Seeger) and demand refused counsel (Jeffrey Abraham and Gary Graifman)

4. The foregoing settlement meetings represent the most significant meetings which were scheduled for the specific purposes of engaging in settlement discussions. There were, however, numerous additional phone calls, e-mail and letters among counsel dealing with settlement related issues. In addition, Category 6 includes time spent drafting as well as reviewing and commenting on settlement proposals.

I declare under the penalties of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on October 11, 2012 at New York, New York.


JEFFREY S. ABRAHAM